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Schedule	Wednesday, June 5, 2024 10:00 AM — 12:00 PM CDT
Venue	UofM Lambuth - Jackson, TN
Organizer	Colton Cockrum

Agenda

1. Call to Order and Opening Remarks Presented by Cato Johnson	1
2. Roll Call and Declaration of Quorum Presented by Colton Cockrum	2
3. Approval of Full Board Meeting Minutes from March 13, 2024 Presented by Cato Johnson	3
 March 2024 Full Board Meeting Minutes.docx	4
4. President's Update Presentation - Presented by Bill Hardgrave	8
5. DPT Presentation Presentation - Presented by Jacque Bradford	9
 DPT_2324-BOT-400 June 2024 BOT PowerPoint Template2.pptx	10

6. Reports and Recommendations from Academic and Student Affairs Committee	24
Presented by Jeffrey Marchetta	
 Agenda Item - Angelia Sanders-School of Public Health Tenure Upon Appointment as Professor.docx	25
 Agenda Item - Debra Burns-College of Communication and Fine Arts Tenure Upon Appointment as Professor.docx	26
 Agenda Item - Debra Lynn Kelly - Loewenberg College of Nursing Tenure Upon Appointment as Professor.docx	27
 Agenda Item - Maryam Karimi-School of Public Health Tenure Upon Appointment as Professor.docx	28
 Agenda Item - Michael T Miller - College of Education Tenure Upon Appointment as Professor.docx	29
 Agenda Item - Rouzbeh Nazari - Civil Engineering Tenure Upon Appointment as Professor.docx	30
 Agenda Item - Promotion of Faculty (Information).docx	31
 Agenda Item - Off Campus Instructional Site - Air Venture Flight Center in Olive Branch MS.docx	32
 Agenda Item -Tenure and Academic Freedom Policy.docx	33
<hr/>	
7. Reports and Recommendations from Governmental Affairs & Public Policy Committee	34
Presented by Doug Edwards	
 Agenda Item - ISD Approval.docx	35
 Agenda Item - Governmental Affairs & Public Policy Charter Revision.docx	36
 Agenda Item - Innovative School District Policy.docx	37
 Agenda Item - Approval of Director of Schools.docx	38
<hr/>	

8. Reports and Recommendations from the Finance and Audit Committee	39
Presented by David McKinney	
 Agenda item Summary of Audit Reports Issued.docx	40
 Agenda Item Summary of Internal Audits.docx	41
 1 Agenda Item - Review & Approval of Internal Audit Charter-2.docx	42
 1 Agenda Item- Review & Approval of FY2025 Proposed Audit Plan-4.docx	43
 Agenda Item Budget Update.docx	44
 Agenda Item Tuition & Fees.docx	45
 BOT Agenda Item - P3 housing.docx	48
 BOT Agenda Item - Presidential Review and Evaluation.pdf	50
<hr/>	
9. Code of Ethics Policy Revision	51
For Approval - Presented by Cato Johnson	
 Agenda Item Code of Ethics Policy Revision.docx	52
 Code of Ethics Policy for Approval 06052024.docx	53
 Code of Ethics Policy with Track Changes.docx	55
<hr/>	
10. Professional Development Policy Revision	57
For Approval - Presented by Cato Johnson	
 Agenda Item Professional Development Policy Revision.docx	58
 Professional Development Policy for Approval 06052024.docx	59
 Professional Development Policy w Track Changes.docx	60
<hr/>	
11. Self-Assessment Policy Revision	61
For Approval - Presented by Cato Johnson	
 Agenda Item Self-Assessment Policy Revision.docx	62
 Self Assessment Policy for Approval 06052024.docx	63
 Self Assessment Policy w Track Changes.docx	64
<hr/>	
12. Appointment of Student Trustee	65
For Approval - Presented by Bill Hardgrave	
 Agenda Item Appointment of Student Trustee.docx	66
<hr/>	

13. Naming of the STEM Research and Classroom Building	67
For Approval - Presented by Bill Hardgrave	
 Agenda Item for Approval - Naming of STEM Building [Redacted].docx	68
<hr/>	
14. Additional Business	69
Presented by Cato Johnson	
<hr/>	
15. Adjournment	70
Presented by Cato Johnson	
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1. Call to Order and Opening Remarks

Presented by Cato Johnson

2. Roll Call and Declaration of Quorum

Presented by Colton Cockrum

3. Approval of Full Board Meeting Minutes from March 13, 2024

Presented by Cato Johnson

**The University of Memphis
Board of Trustees
Full Board Minutes
December 12, 2023**

Agenda Item 1: Call to Order and Opening Remarks

Chairman Johnson called the meeting to order.

Agenda Item 2: Roll Call and Declaration of Quorum/Meeting of Necessity

Chairman Edwards recognized Board Secretary, Colton Cockrum to call the roll.

Secretary Cockrum called the roll. The following trustees were in attendance:

Trustee Ellison – Trustee Ellison joined the meeting virtually (Zoom) and confirmed that he was alone and could hear the meeting.

Chairman Johnson

Trustee McKinney

Trustee North

Trustee Edwards

Trustee Marchetta

Trustee Carter

Trustee Springfield

Secretary Cockrum announced the presence of a quorum.

Agenda Item 3: Approval of December 12, 2023, Meeting Minutes

Chairman Johnson called for a motion to approve the meeting minutes for the December 12, 2023, meeting. The motion was made by Trustee Edwards and properly seconded. A roll call vote was taken by Secretary Cockrum, and the meeting minutes were approved.

Agenda Item 4: Request to Address the Board

Peter Maher made remarks to the Board regarding issues around open records requests.

Agenda Item 5: President's Update

President Hardgrave recognized Colton Cockrum as the new secretary overseeing his first meeting. He then recognized Melanie Murry for her years of service as the previous secretary of the Board.

President Hardgrave explained that it was a year ago that the Board approved the strategic plan and since then the university had been working on the structure of the institution and this

included the hiring of new administrators. He outlined some of those changes in regard to positions that have been filled and will be filled soon.

President Hardgrave highlighted the progress of research as it related to the strategic plan, including that the institution almost hit \$100 million in research expenditures in the past year. He mentioned also that the increased capacity of the research enterprise has allowed the institution to engage with outside funding sources such as the Department of Defense and others.

President Hardgrave introduced Dr. Daniel Foti, who has partnered with the Department of Defense in his research agenda.

Agenda Item 6: Presentation by Dr. Daniel Foti, Cavitation Model to Full Scale

Dr. Foti presented his research, Cavitation Model to Full Scale.

After the presentation, Trustee North made comments about how Dr. Foti's research has enhanced the university in multiple ways including that it enhanced the university's R1 mission, it hires other individuals, and it partners with a local entity. Chairman Johnson said he was glad to see that the Tennessee Department of Transportation was a partner in this research. Trustee Marchetta added how this research was a great example of how a project was accomplished with the help of a team.

President Hardgrave thanked our federal delegation for their support. He added that how Dr. Dhaliwal's team has done a great job of working with our federal delegation. President Hardgrave mentioned that our research adds value to the defense of our country and that our federal delegation recognizes the work that we do. President Hardgrave thanked Dr. Foti for his research and work and for building the reputation of the university.

President Hardgrave concluded his report.

Agenda Item 7: Reports and Recommendations of the Academic and Student Affairs Committee

Chairman Johnson recognized Trustee Marchetta to give a report of the Academic and Student Affairs Committee.

Trustee Marchetta explained that in the Academic and Student Affairs committee, Dr. Russomanno presented a revised institutional mission statement and that the committee had voted to approve this revised version. He made a recommendation that the full board, in the form of a motion, vote to approve the revised institutional mission statement. The motion was made and properly seconded. Secretary Cockrum conducted a roll call vote. During the roll call vote on this item, Secretary Cockrum confirmed with Trustee Ellison that he was alone and could hear him, since Trustee Ellison joined the meeting after the initial roll call and declaration of quorum vote. The motion passed unanimously.

Trustee Marchetta mentioned that the Provost provided a report on the academic programs that were eliminated. These items did not require a vote, just a notification to the Board.

Trustee Marchetta recognized the efforts of Provost Russomanno and Deb Tollefsen for their work in getting health insurance for the university's graduate students.

Trustee Marchetta concluded his report.

Agenda Item 8: Reports and Recommendations of the Advancement Committee

Chairman Johnson recognized Trustee Carter to give a report of the Advancement Committee. Trustee Carter mentioned that the committee meeting was the inaugural meeting of the Advancement Committee. He mentioned that he is excited for the upcoming hiring for the Senior Vice President for Advancement.

Trustee Carter explained that the committee was provided information on a report on where it stands and where it plans on going with advancement activities.

Chairman Johnson confirmed that the Advancement Committee was one that was created last year and it is desperately needed. Chairman Johnson thanks Trustee Carter for his leadership.

Agenda Item 9: Reports and Recommendations of the Finance and Audit Committee

Chairman Johnson recognized Trustee McKinney. Trustee McKinney mentioned that Jeff Delaney, Chief Information Officer, provided the quarterly update on the Information Security Program. He then explained how Vicki Deaton, Chief Audit Executive, provided an update on audit activities that included: Summary of audit issues that were evaluated for completion this quarter, internal audit investigations that were resolved, external audit reports for the Auxiliary Services Foundation, external audit reports for The Herff Trust, and the Application of Agreed-Upon Procedures for the University of Memphis' Intercollegiate Athletics Program Statement of Revenues and Expenses. He also mentioned that Mrs. Deaton provided a review on the results of an internal audit client satisfaction survey.

Trustee McKinney stated that the committee heard from Rene Bustamante, Executive Vice President, Chief Operating & Financial Officer who provided the FY 2023 annual financial audit report, the 2025-2026 capital budget proposal, and the Park Avenue Campus financing MOU agreement. Trustee McKinney stated that the committee heard from Greg DuBois who explained the purpose of the University of Memphis Real Estate Foundation. Trustee McKinney mentioned that the committee had taken up three items for approval.

Trustee McKinney called for a motion to approve the FY 2025-2026 Capital Budget Request. Trustee Springfield made the motion and it was properly seconded. Secretary Cockrum called a roll call vote. The motion passed unanimously.

Trustee McKinney then called for a motion to approve to enter into an MOU with Madrone Community Development Foundation, as reflected in the meeting materials. The motion was made and properly seconded. Secretary Cockrum called a roll call vote and the motion passed unanimously.

Trustee McKinney asked for a motion and a second to authorize the creation of the University of Memphis Real Estate Foundation. Trustee Springfield made the motion and it was properly seconded. Secretary Cockrum called a roll call vote and the motion passed unanimously.

Trustee McKinney concluded his report.

Agenda Item 10: New Business

Chairman Johnson recognized President Hardgrave. President Hardgrave recognized Trustee Edwards for his prior work as chair of the Board of Trustees. Trustee North made remarks about the pleasure of serving as chair of the Board during that time. Trustee North recognized the work that Trustee Roberts did in the hiring of the current President. Chairman Johnson thanked Trustee North his work.

Agenda Item 11: Additional Business

Agenda Item 12: Adjournment

Chairman Johnson asked for a motion and second to adjourn the meeting. A motion and second was made and the meeting was adjourned.

4. President's Update

Presentation

Presented by Bill Hardgrave

5. DPT Presentation

Presentation

Presented by Jacque Bradford

UofM Doctor of Physical Therapy (DPT) Program

College of Health Sciences

Dr, Jacque Bradford
Founding Program Director

June 5, 2024
Meeting Location



Board *of*
Trustees

JUNE 2024

What?



- **Doctor of Physical Therapy program in the College of Health Sciences**
 - 40 students per cohort x 3 cohorts
 - Largest cohort graduate program at UofM aside from Law
- 3–year traditional program, 120 credit hrs
- **Innovative curriculum**
 - Simulation learning experiences
 - Competency-based education
 - **Research**
 - Professional portfolio

*To graduate entry-level physical therapists who provide evidence-based care from a service-oriented world view with special emphasis on **rural healthcare settings**. Our graduates will use **sound clinical judgement** to deliver compassionate, patient-centered care, demonstrating respect for cultural, racial and ethnic differences while acting with professional responsibility and high moral character.*

*To develop physical therapists prepared to practice **autonomously** in rural communities and as part of an interprofessional healthcare team, serving as **leaders** within the physical therapy profession, and **addressing disparities** in healthcare access and education through advocacy for patients, the profession and students from under-represented groups.*

Where?

- Situated on UofM Lambuth campus in Jackson, TN
- Hyde Hall
 - 3 Classrooms
 - 3 Skills labs
 - 2 Dedicated simulation units
 - Research lab
 - Student study room
 - Faculty offices in same building
- Renovation and design planning in process

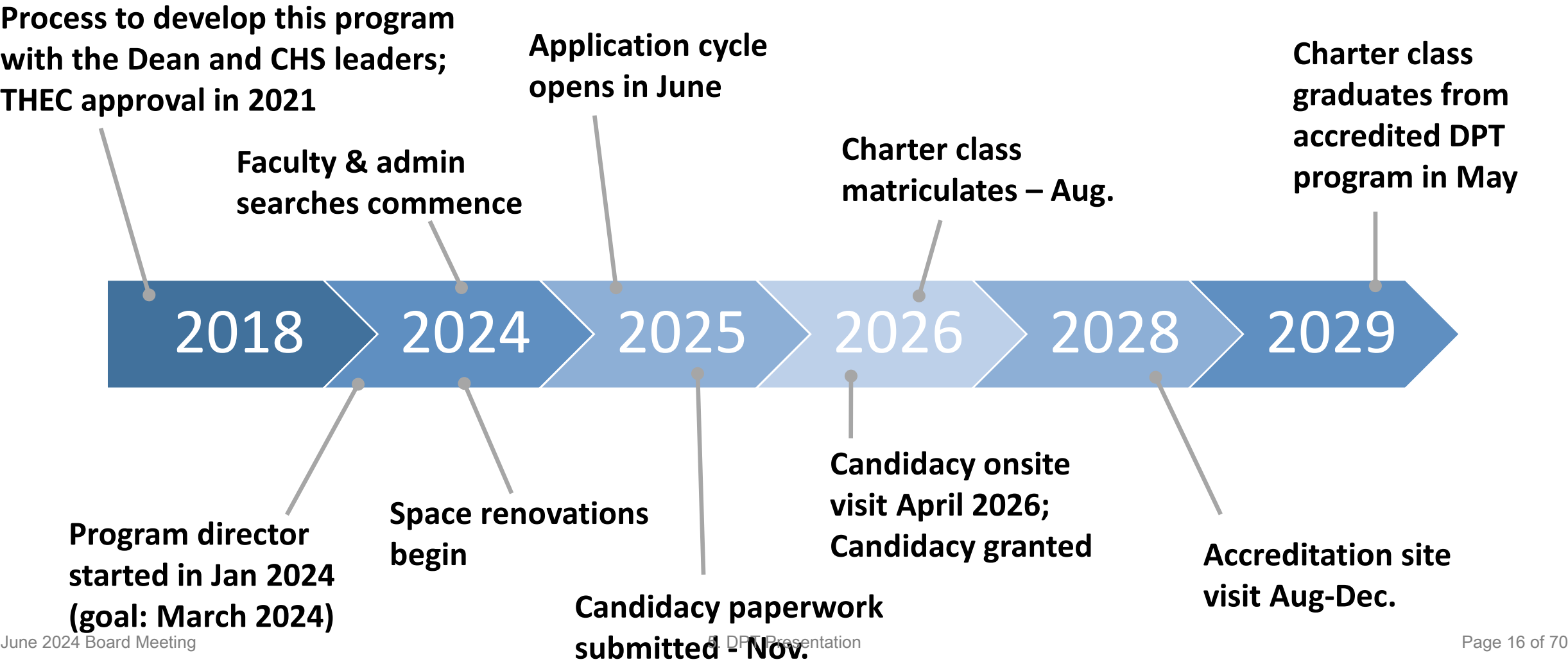
Physical Therapist: a health professional trained to **evaluate and treat** people who have conditions or injuries that limit their ability to move and do physical activities; **movement experts**

Prospective students:

- Individuals interested in a healthcare career
- Athletes, fitness/health enthusiasts
- Enjoy working with people, service-oriented
- Interested in researching human movement

Pre-admission advising has already commenced as a recruitment tool.

When?



Why?

- 4 public DPT Programs
 - UTHSC, TSU, UTC, ETSU
- 3 private DPT programs
 - Belmont, LMU, South College



- Inadequate seats exist for the number of qualified students who apply for acceptance into these programs each year.
 - Most DPT programs nationally turn away 80% or more of applicants each year

Workforce data

EAB feasibility study

- Indicates significant growth in the profession of physical therapy (22% through 2028)
 - TN = 300- 500 job postings are noted each day through online job sites such as indeed.com
- “Among the fastest growing professions”
 - 2016-2026 (data generated from the Tennessee Government, Occupational Projections [Long-Term] for Multiple Occupations in Tennessee in 2016-2026).

TN Dept of Labor & Workforce Development Report 2024:

- Health sciences occupations – physical therapists

Workforce data

TN Dept of Labor & Workforce Development Report 2024:

- Employment in healthcare sector is projected to experience 1.8 million job opening annually from 2022-2023, attributing to the aging demographics
- TN is 5th in the southeast for its proportion of residents aged 65 and older
- TN's demand for allied health professionals is on an upward trend

U.S. News & World Report lists physical therapist as the #3 "best job" in healthcare and #6 overall, based on number and percentage of projected openings from 2021 to 2031 as determined by the U.S. Bureau of Labor Statistics



The DPT program will be great for the following reasons:

1. Address workforce needs in West TN
2. Address student needs pertaining to DPT admission
3. Address patient needs in rural West TN
4. Address University needs to increase graduate enrollment

	Planning Year (2024-2025)	Planning Year (2025-2026)	Year 1 (2026-2027)	Year 2 (2027-2028)	Year 3 (2028-2029)
In-state Tuition*	\$0	\$0	~\$373,800 (30 students)	~\$747,600 (60 students)	~\$1,121,400 (90 students)
Out-of-state Tuition**	\$0	\$0	~\$290,000 (10 students)	~\$580,000 (20 students)	~\$870,000 (30 students)
Totals	\$0	\$0	~\$663,800 (40 students)	~\$1,327,600 (80 students)	~1,991,400 (120 students)

*In-state tuition: \$6,230/semester; **Out-of-state tuition: ~\$14,500/semester (assuming 18 credit hours)

Estimate does not include summer tuition—specific program of study TBD

Current processes:

- **Marketing**
 - High school and undergraduate recruitment fairs
 - Jackson news and community appearances
 - Pre-admission advising
 - Presence at UG new student orientations
 - UofM Lambuth and UofM CHS recruitment and enrollment office representation
- **Program development**
 - Accreditation process
 - Faculty and staff recruitment
 - Curriculum and policy development

Continued Need:

- Support for clinical affiliations (referrals)
- Financial support
 - Scholarships
 - Funding for professorships
 - Research lab equipment
 - White coat ceremony
 - Facility and building naming rights
- Faculty and student recruitment

THANK YOU!

6. Reports and Recommendations from Academic and Student Affairs Committee

Presented by Jeffrey Marchetta

The University of Memphis Board of Trustees

Recommendation for Approval

Date: June 5, 2024

Committee: Academic and Student Affairs Committee

Presentation: Tenure Upon Appointment as Professor, School of Public Health
Dr. Angelia Sanders (Recommendation for Approval)

Presented by: Dr. David Russomanno, Executive Vice President for Academic Affairs and Provost

Background:

Dr. Sanders has an exceptional and sustained record of research, teaching, mentorship, and public health outreach. Immediately prior to joining the University of Memphis, Dr. Sanders was a Public Health Advisor for the CDC National Center for Chronic Disease Prevention. Her initial appointment was as a Behavioral Scientist for the CDC-National Center for HIV/AIDS, Viral Hepatitis, STD & TB Prevention. She was previously a tenured faculty member at The University of Alabama, Department of Health Science for nine years. Prior to that, she was a tenured faculty member at the Mississippi University for Women in the Department of Health and Kinesiology. In addition to academics, Dr. Sanders' role as Director allowed her to lead advising, counseling, and student support services. Additionally, she served on the leadership team that guided WSU-Tech through the accreditation process.

She has co-authored more than 50 peer-review publications in reputable scientific journals, and she has written three book chapters among several other scholarly publications. She has obtained funding from federal, state, and international agencies and she has led or co-led more than 70 professional presentations. Her scholarly and professional record is indicative of her capacity to build and maintain long-lasting partnerships.

Recommendation:

The Academic and Student Affairs Committee recommends approval of tenure for Dr. Sanders as Professor upon her appointment in the School of Public Health.

The University of Memphis Board of Trustees

Recommendation for Approval

Date: June 5, 2024

Committee: Academic and Student Affairs Committee

Presentation: Tenure Upon Appointment as Professor, College of Communication and Fine Arts
Dr. Debra Burns (Recommendation for Approval)

Presented by: Dr. David Russomanno, Executive Vice President for Academic Affairs and Provost

Background:

Dr. Debra Burns is an established leader of music therapy known around the world for her research into the link between the arts and well-being. She completed five years of postdoctoral training funded by the Walther Cancer Institute and the National Institutes of Health/National Center for Complementary and Alternative Medicine. In 2023, Dr. Burns was awarded a grant to study the neurological and biopsychosocial pathways in the treatment of chronic pain.

In addition to her academic experience as a pioneer in music therapy and research, Burns helped create doctoral programs for music therapy and music technology at IUPUI. While there, she helped double the number of music majors within the department and assisted in the creation of a music technology minor. Among her research endeavors, Dr. Burns has investigated binaural beat technology for post-deployment wellness in soldiers, music therapy intervention to manage compassion fatigue in caregivers and music therapy in palliative care. Dr. Burns is a board-certified music therapist and a member of the American Music Therapy Association.

Recommendation:

The Academic and Student Affairs Committee recommends approval of tenure as Professor in the Rudi Scheidt School of Music for Dr. Burns upon her appointment as dean in the College of Communication and Fine Arts.

The University of Memphis Board of Trustees

Recommendation for Approval

Date: June 5, 2024

Committee: Academic and Student Affairs Committee

Presentation: Tenure Upon Appointment as Professor, Loewenberg College of Nursing – Dr. Debra Lynn Kelly (Recommendation for Approval)

Presented by: Dr. David Russomanno, Executive Vice President for Academic Affairs and Provost

Background:

Dr. Kelly is a Tenured Associate Professor and Associate Dean for Undergraduate Programs at the University of Florida (UF) College of Nursing, where she has been a faculty member since 2013. She is a certified nurse educator (CNE) with experience developing and implementing innovative teaching strategies for a diverse student body at various levels of education. Dr. Kelly's teaching and accreditation expertise is evident from her involvement in writing accreditation reports for the past ten (10) years in her current role at UF to the Commission on Collegiate Nursing Education (CCNE). She is also serving at the university level in completing her college report for the Southern Association of Colleges and Schools Commission.

Dr. Kelly's research focuses on mitigating the impact of the symptom burdens of chronic illness with a population focus on chronicity, mainly in oncology. She is a co-investigator on an R01 study examining biomarkers associated with healing in chronic venous leg ulcers and has served as a PI or CO-I on projects totaling more than \$8,000,000 in external funding. As a leader of the Biobehavioral Research and Palliative Care Special Interest Groups of the American Society of Transplant and Cellular Therapy and researcher working with diverse teams of multi-disciplinary scientists, she has published fifty-seven (57) peer-reviewed in multi-disciplinary journals. Additionally, Dr. Kelly has received R-level financing through the National Institutes of Health National Institute for Nursing

Bringing Dr. Kelly as a Tenured Full Professor upon appointment will help boost the teaching and research mission of both the College of Nursing and the UofM.

Recommendation:

The Academic and Student Affairs Committee recommends approval of tenure for Dr. Kelly as Professor upon her appointment at the Loewenberg College of Nursing.

The University of Memphis Board of Trustees

Recommendation for Approval

Date: June 5, 2024

Committee: Academic and Student Affairs Committee

Presentation: Tenure Upon Appointment as Associate Professor, School of Public Health
Dr. Maryam Karimi (Recommendation for Approval)

Presented by: Dr. David Russomanno, Executive Vice President for Academic Affairs and Provost

Background:

Dr. Karimi has an exceptional and sustained record of research, teaching, and mentorship. She currently holds a joint appointment at University of Alabama – Birmingham as an Assistant Professor in the Department of Health Sciences and as Assistant Professor in the Department of Civil, Construction and Environmental Engineering. In addition, she holds an administrative role as the Associate Director of Public Health and Environmental Sustainability, Department of Environmental Health Sciences; The Sustainable Smart Cities Research Center at UAB.

She has been published in more than 30 peer-reviewed journals and she has been first or senior author in 16 publications. She has authored or co-authored three book chapters. Her scholarly and professional record is indicative of her capacity to build and maintain long-lasting partnerships. She has provided mentorship and support for students at all levels through her career.

The School of Public Health's Tenure and Promotion committee has reviewed Dr. Karimi's research, teaching, and service activities and the committee agrees with this recommendation.

Recommendation:

The Academic and Student Affairs Committee recommends approval of tenure for Dr. Karimi as Professor upon her appointment in the School of Public Health.

The University of Memphis Board of Trustees

Recommendation for Approval

Date: June 5, 2024

Committee: Academic and Student Affairs Committee

Presentation: Tenure Upon Appointment as Professor, College of Education
Dr. Michael Miller (Recommendation for Approval)

Presented by: Dr. David Russomanno, Executive Vice President for Academic Affairs and Provost

Background:

Dr. Miller has been named as dean, College of Education, effective July 1st. He comes to the UofM from the University of Arkansas, where he was the David and Jane Gearhart Endowed Faculty Fellow. He most recently served as dean of the College of Education and Health Professions at the University of Arkansas. Miller also held leadership roles at Southern Illinois University, the University of Nebraska, the University of Alabama, and San Jose State University.

He earned his bachelor's degree in Political Science and his master's degree in Higher Education, both from Southern Illinois and received his doctoral degree in Postsecondary Education from Nebraska.

His scholarly research includes a focus on educational outcomes related to access to postsecondary education and community colleges. He has authored and co-authored approximately 240 refereed publications. Among these, he was the sole author of 15, leading author of 89, and second author of 103. Additionally, he has contributed roughly 200 non-refereed articles, including book chapters, monographs, and invited publications, along with numerous conference presentations. The quality of his research is underscored by awards received from professional organizations. Furthermore, Dr. Miller boasts a strong record of securing 40 funded projects totaling over \$5.2 million as Principal Investigator (PI) or Co-PI.

The College of Education Tenure and Promotion Committee reviewed and recommended granting professor with tenure in the Department of Leadership.

Recommendation:

The Academic and Student Affairs Committee recommends approval of tenure for Dr. Miller as Professor upon his appointment in the College of Education.

The University of Memphis Board of Trustees

Recommendation for Approval

Date: June 5, 2024

Committee: Academic and Student Affairs Committee

Presentation: Tenure Upon Appointment as Professor, Civil Engineering
Dr. Rouzbeh Nazari (Recommendation for Approval)

Presented by: Dr. David Russomanno, Executive Vice President for Academic Affairs and Provost

Background:

The Department of Civil Engineering requests tenure and promotion upon appointment for Dr. Rouzbeh Nazari, incoming chair of the department for Fall 2024. Dr. Nazari is under review for promotion from Associate to Full Professor at his current institution, The University of Alabama at Birmingham School of Engineering. Dr. Nazari's dossier was reviewed by the committees of the Department of Civil Engineering and the Herff College of Engineering, and both committees concurred with the UAB recommendation that Dr. Nazari be awarded promotion to Full Professor.

Dr. Nazari has an outstanding track record of teaching, research, and service that aligns with the expectations for the Full Professor rank at the UofM. His expertise is in smart cities, damage and resiliency assessment of urban coastal infrastructures, and community vulnerability to natural disasters. Under his mentorship, 10 students have earned master's degrees, 3 students have earned doctoral degrees, and 2 students have conducted post-doctoral research since 2019. Dr. Nazari has successfully collaborated with researchers from numerous institutions, securing over \$8 million in funding since 2019 from diverse federal agencies, including NSF, USDA, and the EPA. He has published 40 journal papers, 9 book chapters, and 74 conference proceedings, and has 791 citations, averaging over 4 journal publications per year. Dr. Nazari is also the Chief Technology Officer for Planetary Resilience, LLC and CanAiry, two startups launched during his tenure at UAB. He has a strong record of service at UAB as well as at the national level, including serving on the UAB Faculty Senate and on a variety of journal editorial boards, such as the American Society of Civil Engineers Natural Hazards journal. In all aspects, Dr. Nazari's record has been exceptional, and he is deserving of tenure and promotion in the Department of Civil Engineering at the University of Memphis upon appointment.

Recommendation:

The Academic and Student Affairs Committee recommends approval of tenure for Dr. Nazari as Professor upon his appointment as chair, Department of Civil Engineering.

The University of Memphis Board of Trustees

Information

Date: June 5, 2024

Committee: Academic and Student Affairs Committee

Presentation: Promotion of Faculty (information)

Presented by: Dr. David Russomanno, Executive Vice President for Academic Affairs and Provost

Background:

Faculty promotion serves as recognition of excellence. Faculty who serve in tenured, clinical, research, teaching, and practice tracks are eligible to apply for promotion after five years in rank (or upon approved timeline adjustments). Promotion is an important component of retaining high quality faculty that provide the essential instruction, scholarship and service that are fundamental to the academy and essential to the proper functioning of a university.

NOTE: 43 faculty were promoted this year.

The University of Memphis Board of Trustees

Recommendation for Approval

Date: June 5, 2024

Committee: Academic and Student Affairs Committee

Presentation: Off Campus Instructional Site: Air Venture Flight Center -Olive Branch, MS

Presented by: Dr. David Russomanno, Executive Vice President for Academic Affairs and Provost

Background:

Pursuant to Tennessee Code Annotated 49 -7-202 (q)(3), higher education institutions in the State must file, through their governing board, a notice of intent to initiate course offerings in locations out-of-state to the Tennessee Higher Education Commission

The flight training component of the BS Commercial Aviation in the College of Professional and Liberal Studies (CPLS) is currently offered at one location, CTI -Millington Airport. CPLS is proposing a second location for flight training, Air Venture Flight Center in Olive Branch, Mississippi. This second location may result in increased enrollment in the program at no additional cost.

Recommendation:

The Academic & Student Affairs Committee recommends a motion to pursue an off-campus instructional site at Air Venture Flight Center in Olive Branch, MS.

The University of Memphis Board of Trustees

Recommendation

For Approval

Date: June 5, 2024

Committee: Academic and Student Affairs

Presentation: Revision to Board Policy on Tenure and Academic Freedom

Presented by: Dr. David Russomanno, Executive Vice President for Academic Affairs and Provost
Dr. Jeff Marchetta, Professor, Faculty Trustee

Background:

The Board of Trustees is authorized by Tennessee Code Annotated § 49-8-301 to promulgate a tenure policy or policies which shall ensure academic freedom and provide sufficient professional security to attract the best quality faculty available for the institution. Revisions to the Board Policy on Tenure and Academic Freedom reflect the following revisions proposed for the 2024-25 Faculty Handbook. Revisions to Faculty Handbook Section 4.9.7 Tenure and Promotion Review include a provision that gives the provost authority to provide exceptions to the Tenure and Promotion timelines for extraordinary circumstances. In addition, in accordance with best practices observed at other institutions, the tenure and promotion process has been revised to allow candidates to provide a rebuttal and request reconsideration at each level of review up to the review by the provost. The reconsideration process will give the candidate an opportunity to provide additional context to information presented in the dossier and to minimize oversights in the review of candidate's dossier. The candidate will also be granted access to view their dossier and the reviews at each level to improve process transparency. Following a legal review, Faculty Handbook Section 4.10.1A Relinquishment of Tenure is revised to better align with the provisions of Tennessee Code Annotated § 49-8-303. Sections 4.10.2A and 4.10.2B are revised to remove option for post-termination hearing under the provisions of UAPA which is not required under Tennessee Code Annotated § 49-8-303. All tenured faculty members being considered for termination for adequate cause due to unsatisfactory performance and/or misconduct will be afforded a hearing before a tribunal.

Committee Recommendation

The Academic and Student Affairs Committee recommends that the Board approve revisions to the Board Policy on Tenure and Academic Freedom, as outlined in the meeting materials, to align with the updates to the 2024-25 Faculty Handbook.

7. Reports and Recommendations from Governmental Affairs & Public Policy Committee

Presented by Doug Edwards

The University of Memphis Board of Trustees

Recommendation for Approval

Innovative School District Approval

Date: June 5, 2024

Committee: Governmental Affairs & Public Policy Committee

Presentation: Innovative School District Approval

Presented by: Dr. Sally G. Parish, Associate Vice President for Educational Initiatives

Background: For 112 years, The University of Memphis has been home to some of the state's most highly successful schools. Today, our three early childhood programs, Campus Elementary, University Middle, and University High schools collectively serve a diverse population of students from every zip code in Shelby County, without any educational requirement for admission. The University Schools are the highest performing school system in the state of Tennessee with a waitlist of over 1,500 children. In the most recent academic year, the University Schools had the highest pass rate across all subjects of any school system in the state of Tennessee. All three K12 schools earned an "A" letter grade from the TDOE and the highest possible scores for student growth. As a result of such longstanding success, and in an effort to scale it, state lawmakers passed the Innovative School District Act in 2024 (TCA 49-8-1501 et seq) which authorizes The University of Memphis to operate the first Innovative School District in the state of Tennessee.

Committee Recommendation: The Governmental Affairs & Public Policy Committee requests a motion to approve the launch of the Innovative School District at the University of Memphis.

The University of Memphis Board of Trustees

Recommendation for Approval

Governmental Affairs & Public Policy Committee Charter Revisions

Date: June 5, 2024

Committee: Governmental Affairs & Public Policy Committee

Presentation: Governmental Affairs & Public Policy Committee Charter Revisions

Presented by: Dr. Sally G. Parish, Associate Vice President for Educational Initiatives

Background: The University of Memphis Board of Trustees (BOT) is authorized and empowered by the Innovative School District Act, 49-8-1501 et seq, to serve as the governing body of the Innovative School District (ISD). The BOT therefore will serve as the local board of education for the ISD. The law authorizes the BOT (see: 48-8-1503(b)(1)) to appoint a committee from its membership to perform all functions of a local board of education. The Governmental Affairs and Public Policy Committee of the BOT is recommended to serve in this capacity. The necessary revisions to the Governmental Affairs & Public Policy Committee Charter are attached for review and approval.

Committee Recommendation: The Governmental Affairs & Public Policy Committee calls for a motion to approve the Governmental Affairs & Public Policy Committee Charter revisions.

The University of Memphis Board of Trustees

Recommendation for Approval

Innovative School District Policy

Date: June 5, 2024

Committee: Governmental Affairs & Public Policy Committee

Presentation: Innovative School District Policy

Presented by: Dr. Sally G. Parish, Associate Vice President for Educational Initiatives

Background: As the governing body of the Innovative School District, The University of Memphis Board of Trustees (BOT) is establishing a policy to outline powers, duties, and procedures for the operation of the ISD, including the designation of a director of schools, the authority to delegate duties and approvals on behalf of the ISD, the adoption of a district policy manual, the establishment of a policy review process, and the approvals of critical district functions including capital improvements, capital investments, and new school openings. The Innovative School District Policy establishes these powers and duties.

Committee Recommendation: The Governmental Affairs and Public Policy Committee calls for a motion to approve the Innovative School District Policy.

The University of Memphis Board of Trustees

Recommendation for Approval

Innovative School District Director of Schools

Date: June 5, 2024

Committee: Governmental Affairs & Public Policy Committee

Presentation: Innovative School District Director of Schools

Presented by: Doug Edwards

Background: Pursuant to TCA 49-8-1501 et seq, a governing body for a public university that is approved by the department of education to operate an innovative school district may delegate to the chief executive officer of the public university authorization to designate a university employee to serve as the director of schools for the innovative school district. The director of schools for the innovative school district shall serve as an ex officio, nonvoting member of the established committee and liaison between the board and the schools.

Dr. Sally G. Parish serves as the Associate Vice President for Educational Initiatives at the University of Memphis where she provides leadership and strategic direction for the University Schools, the UofM's birth to graduation lab school compendium. Under Sally's leadership, the University Schools compendium has opened four schools in the past four years and has been nationally recognized for their high academic quality as Blue Ribbon Schools, Trauma Informed Schools, Innovative School Models, Reward Schools, and STEM and STEAM designated schools. The University Schools serve children in every local zip code within Shelby County, and have no academic requirement for entry yet have the state's highest success rate of any public school system. This model has been highly sought after for expansion across the nation, and within our own state and provides an important teacher training environment that promotes teaching as a profession, dual enrollment pathways, literacy and college access. During Sally's tenure as the first AVP for Educational Initiatives at the University of Memphis, student applications to attend a University School have increased by more than 1000% and enrollment numbers have quadrupled.

Committee Recommendation: The Governmental Affairs & Public Policy Committee requests a motion to approve Dr. Sally Parish as the inaugural Director of Schools for the Innovative School District.

8. Reports and Recommendations from the Finance and Audit Committee

Presented by David McKinney

The University of Memphis Board of Trustees

Presentation
For Information

Date: June 5, 2024
Committee: Finance and Audit Committee
Presentation: Summary of Internal Audit Reports Issued
Presented by: Vicki D. Deaton, Chief Audit Executive

Background:

Three internal audit reports were issued since the March 13, 2024 meeting. Summarized information is included in the attached table.

The University of Memphis Board of Trustees

Presentation
For Information

Date: June 5, 2024

Committee: Finance and Audit Committee

Presentation: Internal Audit Investigations Resolved

Presented by: Vicki D. Deaton, Chief Audit Executive

Background:

Two investigations were completed by the Office of Internal Audit and Consulting since the March 13, 2024 meeting. Attached is a summary of the investigation information.

The University of Memphis Board of Trustees

Report For Approval

Date: June 5, 2024
Committee: Finance and Audit Committee
Report Title: Review and Approval of Office of Internal Audit and Consulting Charter
Presented by: Vicki D. Deaton, Chief Audit Executive

Background:

The purpose, authority, and responsibility of the internal audit activity must be formally defined in an internal audit charter, consistent with The Institute of Internal Auditor's (IIA) *International Standards for the Professional Practice of Internal Auditing (Standards)*, Definition of Internal Auditing, Core Principles for the Practice of Internal Audit (Core Principles), and the Code of Ethics. The internal audit charter establishes the internal audit activity's position within the organization, including the nature of the chief audit executive's functional reporting relationship with the board; authorizes access to records, personnel, and physical properties relevant to the performance of engagements; and defines the scope of internal audit activities.

According to the University of Memphis Audit Committee Charter, the Audit Committee must "review, approve, and update the Internal Audit charter annually or more frequent if necessary." The University of Memphis Office of Internal Audit and Consulting Charter was last reviewed and approved at the September 6, 2023 Board of Trustees meeting. There were no revisions to the charter at that time.

To comply with requirements of State of Tennessee statutes and the University of Memphis Audit Committee Charter, the attached University of Memphis Office of Internal Audit and Consulting Charter is presented to the Finance and Audit Committee. There are no proposed changes recommended from the Office of Internal Audit and Consulting this year.

The University of Memphis Board of Trustees

Report For Approval

Date: June 5, 2024
Committee: Finance and Audit Committee
Report Title: Review and Approval of Proposed FY2025 Internal Audit Plan
Presented by: Vicki D. Deaton, Chief Audit Executive

Synopsis:

The Proposed FY2025 Internal Audit Plan for the University is presented for review and approval by the Finance and Audit Committee. Finance and Audit Committee approval of the Internal Audit Plan is required by the "State of Tennessee Audit Committee Act of 2005" (TCA 4-35-101 thru 108), the University of Memphis Finance and Audit Committee Charter, and the University of Memphis Office of Internal Audit & Consulting Charter.

The University of Memphis Board of Trustees

Agenda Item

Date: June 5, 2024

Committee: Finance and Audit

Item: FY2024-25 Proposed Budget,
FY2023-24 Estimated Budget

Recommendation: Approval

Presented by: Rene Bustamante, Chief Operating and Financial Officer

Background:

Budget Control Policy (UM 1768) recognizes budgeting as the process whereby the plans of an institution are translated into an itemized, authorized, and systematic plan of operation, expressed in dollars, for a given period. This policy also recognizes that a budget is a plan and circumstances may necessitate revisions or changes from time to time. In view of this, we will submit budgets for approval three times each fiscal year. At this time, both the FY2024-25 Proposed budget and FY2023-24 Estimated budget are presented for consideration.

The **Proposed Budget** is prepared in the spring for implementation each fiscal year on July 1. This budget is based on the level of state funds recommended in the Governor's proposed budget as well as early estimates of factors such as enrollment projections, proposed revenue changes and research activities. The **Proposed Budget** is submitted to the Board for approval prior to the start of the subsequent fiscal year which includes the FY2025 Compensation Plans.

The final budget submitted for each fiscal year is the **Estimated Budget**. This budget includes carryforward balances from prior years that represent available resources at the departmental level. Although these funds are available, we do not anticipate that all resources will be spent in the current fiscal year. The **Estimated Budget** also includes final adjustments to the current year budget and is the budget against which final year-end actual amounts are compared. It is prepared, submitted, and considered by the Board at the same time as the **Proposed Budget** for the upcoming fiscal year.

Committee Recommendation:

The Finance and Audit Committee met June 5, 2024, and recommended approval of the FY2023-24 Estimated Budget and the FY2024-25 Proposed Budget and assumptions as presented in the meeting materials.

The University of Memphis Board of Trustees

Recommendation

For Approval

Date: June 5, 2024

Committee: Finance and Audit Committee

Recommendation: FY25 Tuition and Mandatory Fee Increases

Presented by: Rene Bustamante, Executive Vice President / Chief Operating and Financial Officer

Background:

The University must evaluate certain criteria when considering an increase in tuition and mandatory fees. Those criteria include:

- Level of state support.
- Tennessee Higher Education Commission (THEC) binding tuition & mandatory fee ranges
- Total cost of attendance.
- Efforts to mitigate the financial effect on students.
- Other factors affecting the university's financial stability such as projected student enrollment, university enrollment goals, and critical priorities & values as defined in the University strategic plan

Staff has outlined the current year assessment of these criteria as follows:

- **Level of state support** – THEC based tuition models on a core Consumer Price Index of 4.0 percent and flat enrollment. THEC did not include a salary allocation in their request for new state operating revenues. The inflation factor for UofM equates to an appropriation increase of \$1.9 million. The University is also responsible for approximately 45% of the Salary Pool proposed by the State.
- **Tennessee Higher Education Commission (THEC) binding tuition & mandatory fee ranges** – Under the FOCUS Act, THEC now sets a binding range each year in which institutions can increase undergraduate in-state tuition, as well as a binding range for the combined undergraduate in-state tuition plus mandatory fees. For 2024-25, THEC approved both of these ranges at 0.0% – 5.5% at their Spring Commission meeting.
- **Total cost of attendance** – Tuition and mandatory fees at UofM continue to be comparable to other public institutions of higher education in the state. For FY24, undergraduate tuition and fees increased by 2.86 percent. UofM is right at the statewide average rate for tuition and fees, which can be seen in the schedules below.

- **Efforts to mitigate the financial effect on students** – UofM has taken numerous steps over the past several years to contain costs and to keep tuition as low as possible. This resulted in the UofM having the lowest average tuition increase in the State of Tennessee of 1.3% over the past 8 years, including a 0% tuition and fee increases in 3 of the past 8 years.
- **Changes in Federal and/or State legislation or compliance requirements** – Also being considered is the impact of the upcoming changes in the Fair Labor Standard Act (overtime rule).
- **Other Factors** – Considered projected FY25 student enrollment and overall enrollment goals - the University's in-state enrollment has decreased over the last two years. The University is continuing efforts and activities to grow enrollment as defined in the strategic plan.

The binding range for undergraduate in-state tuition and mandatory fees for fiscal year 2024-25 is zero to five and a half percent as enacted at the May 16, 2024, THEC meeting. UofM is proposing the following tuition and mandatory fee increases listed below:

Proposed Tuition & Mandatory Fee increase	Annual Increase		
	Instate	OOS	Int'l
Undergraduate Tuition	3.71% \$384	4.09% \$738	4.28% \$1,008
Graduate Tuition	3.69% \$460	4.02% \$680	4.21% \$900
Law Tuition	3.78% \$748	4.03% \$1,012	4.12% \$1,210

A five-year history of UofM's in-state undergraduate student tuition/maintenance and mandatory fees is presented below in comparison to Tennessee Locally Governed Institutions (LGIs) and the University of Tennessee System:

Undergraduate In State Tuition (Maintenance Fees)											
		AY19-20	% Incr	AY20-21	% Incr	AY21-22	% Incr	AY22-23	% Incr	AY23-24	% Incr
Austin Peay State University	APSU	7,044	2.3%	7,044	0.0%	7,146	1.4%	7,146	0.0%	7,356	2.9%
East Tennessee State University	ETSU	7,572	2.0%	7,572	0.0%	7,722	2.0%	7,722	0.0%	7,950	3.0%
Middle Tennessee State University	MTSU	7,554	2.4%	7,554	0.0%	7,704	2.0%	7,704	0.0%	7,908	2.6%
Tennessee State University	TSU	7,026	1.8%	7,026	0.0%	7,128	1.5%	7,128	0.0%	7,324	2.7%
Tennessee Technological University *	TN Tech	8,040	2.7%	9,060	12.7%	9,240	2.0%	9,240	0.0%	9,510	2.9%
University of Memphis	UofM	8,208	1.8%	8,208	0.0%	8,352	1.8%	8,352	0.0%	8,520	2.0%
University of Tennessee-Chattanooga **	UTC	7,836	13.8%	7,836	0.0%	7,992	2.0%	7,992	0.0%	8,232	3.0%
University of Tennessee-Knoxville	UTK	11,332	2.0%	11,332	0.0%	11,332	0.0%	11,332	0.0%	11,332	0.0%
University of Tennessee-Martin	UTM	8,214	10.0%	8,214	0.0%	8,378	2.0%	8,378	0.0%	8,546	2.0%
University of Tennessee-Southern	UTS					9,000		9,000	0.0%	9,270	3.0%
Univ. Avg		8,098		8,205		8,399		8,399		8,595	

* TTU implemented 15/4 fee structure in 2020-21

** UT Chattanooga implemented 15/4 fee structure in 2019-20. Fees shown represent the rates for incoming freshmen in the UT system.

Undergraduate Mandatory Fees											
		AY19-20	% Incr	AY20-21	% Incr	AY21-22	% Incr	AY22-23	% Incr	AY23-24	% Incr
Austin Peay State University	APSU	1,583	0.0%	1,583	0.0%	1,615	2.0%	1,615	0.0%	1,667	3.2%
East Tennessee State University	ETSU	1,919	3.5%	1,919	0.0%	1,952	1.7%	1,952	0.0%	2,000	2.5%
Middle Tennessee State University	MTSU	1,870	2.4%	1,870	0.0%	1,888	1.0%	1,888	0.0%	1,970	4.3%
Tennessee State University	TSU	1,157	4.5%	1,157	0.0%	1,207	4.3%	1,207	0.0%	1,247	3.3%
Tennessee Technological University	TN Tech	1,278	0.0%	1,278	0.0%	1,282	0.3%	1,282	0.0%	1,320	3.0%
University of Memphis	UofM	1,704	4.1%	1,704	0.0%	1,704	0.0%	1,704	0.0%	1,824	7.0%
University of Tennessee-Chattanooga	UTC	1,820	2.5%	1,820	0.0%	1,856	2.0%	1,856	0.0%	1,912	3.0%
University of Tennessee-Knoxville	UTK	1,932	1.9%	1,932	0.0%	1,912	-1.0%	1,912	0.0%	2,152	12.6%
University of Tennessee-Martin	UTM	1,534	5.1%	1,534	0.0%	1,534	0.0%	1,534	0.0%	1,662	8.3%
University of Tennessee-Southern	UTS					1,200		1,200	0.0%	1,236	3.0%

Univ. Avg	1,690			1,644		1,615		1,615		1,699	
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Total Undergraduate In State Tuition and Mandatory Fees											
		AY19-20	% Incr	AY20-21	% Incr	AY21-22	% Incr	AY22-23	% Incr	AY23-24	% Incr
Austin Peay State University	APSU	8,627	1.8%	8,627	0.0%	8,761	1.6%	8,761	0.0%	9,023	3.0%
East Tennessee State University	ETSU	9,491	2.3%	9,491	0.0%	9,674	1.9%	9,674	0.0%	9,950	2.9%
Middle Tennessee State University	MTSU	9,424	2.4%	9,424	0.0%	9,592	1.8%	9,592	0.0%	9,878	3.0%
Tennessee State University	TSU	8,183	2.2%	8,183	0.0%	8,335	1.9%	8,335	0.0%	8,571	2.8%
Tennessee Technological University *	TN Tech	9,318	2.4%	10,338	10.9%	10,522	1.8%	10,522	0.0%	10,830	2.9%
University of Memphis	UofM	9,912	2.2%	9,912	0.0%	10,056	1.5%	10,056	0.0%	10,344	2.9%
University of Tennessee-Chattanooga **	UTC	9,656	11.4%	9,656	0.0%	9,848	2.0%	9,848	0.0%	10,144	3.0%
University of Tennessee-Knoxville	UTK	13,264	2.0%	13,264	0.0%	13,244	-0.2%	13,244	0.0%	13,484	1.8%
University of Tennessee-Martin	UTM	9,748	9.2%	9,748	0.0%	9,912	1.7%	9,912	0.0%	10,208	3.0%
University of Tennessee-Southern	UTS					10,200		10,200	0.0%	10,506	3.0%

Univ. Avg	9,788			9,849		10,014		10,014		10,294	
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* TTU implemented 15/4 fee structure in 2020-21

** UT Chattanooga implemented 15/4 fee structure in 2019-20. Fees shown represent the rates for incoming freshmen in the UT system.

Committee Recommendation:

For FY25, the Finance and Audit Committee recommends approval for the discontinuation of the Guaranteed Tuition rate program.

For FY25, the Finance and Audit Committee recommends approval for the proposed tuition and mandatory fee increases as presented in the meeting materials.

The University of Memphis Board of Trustees

Recommendation

Presentation of P3 Student Housing Terms for approval

Date: June 5, 2024

Committee: **Finance and Audit**

Presentation: Park Avenue Campus Student Housing P3

Presented by: **Rene Bustamante / Tony Poteet**

Background:

The University of Memphis has received proposals from qualified financiers and developers to plan, design, finance, construct, operate and maintain a student housing development on property owned by the University on the Park Avenue Campus. The development is in accordance with the approved campus master plan and will serve as an enhancement to the existing University of Memphis Park Avenue Campus. The project schedule allows construction to commence in 2024 with occupancy in the fall of 2026.

The apartment housing type will add to the diversity of offerings on campus and is a unit-type that is in Demand as confirmed by an independent demand study. With increased enrollment in graduate and international students the proposed housing will supplement the current limited apartment inventory. This housing will be available for athletes, nursing students, and all other University students at competitive market rates. The location is quiet, safe and on the shuttle route to main campus. The Development will convey through its design a strong “sense of place” and a safe, vibrant, walkable environment for learning, living, and studying while ensuring quality and functionality at a price matching student need.

A developer has been selected (Annex Group) and a pre-development agreement has been approved by the State Building Commission. The developer has utilized a local design firm (LRK) working with university staff to design the facility. Tax exempt bonds with a 30-year term will be sold to finance the construction, and the Annex Group will operate and maintain the facility during the term. The facility as designed is 236,267 square feet and will cost approximately \$ 58,000,000.

The facility will be fenced with gated vehicle access to adequate parking and the architectural style of the facility is collegiate and harmonious to other newer facilities on the Park Avenue Campus. Residence Life will provide all student services on an equal basis with other U of M residence halls.

A Land Lease Agreement has been developed and will be executed along with a related Residence Life Agreement and an Asset Management Agreement for the project. The asset will revert to the University at the end of the term and the lease allows for buyout after 10 years.

A local Trustee that will hold revenue in escrow for payment of operations, debt service, debt service reserve, operating expense reserve, asset management fee, University residence life fees and utilities. Funds remaining after expenses will revert to the University.

The construction will be completed in accordance with approved plans, and a maintenance and renewal and replacement plan is included. The annual project budgeting will be completed in conjunction with the University. All insurance and default requirements of the State of Tennessee will be met. The project land lease is expected to be approved by the State Building Commission in June of 2024.

The project includes 542 beds total with 256 in a four-bedroom configuration, 214 in two bedrooms, and 72 in studio units. A Resident Coordinator apartment and 8 Resident Advisors will live in the facility also. Ten thousand square feet will be included for leasing, administration, social center, study center, maintenance, storage and a small grab and go food operation.

Other detailed terms are included in the presentation including a review of the proforma. Rental rates are comparable to current university apartment units and the pro forma includes an annual rental rate increase of 3%.

Committee Recommendation: The Finance and Audit Committee requests a motion to approve the project as detailed in the meeting materials.

The University of Memphis Board of Trustees

Recommendation

For Approval

Date: June 5, 2024

Committee: Finance and Audit Committee

Presentation: Presidential Review and Evaluation

Presented by: Chairman Johnson

Background:

The Board of Trustees is responsible for the supervision of the President and pursuant to the Presidential Review and Evaluation (PRE) policy, the President is to be evaluated on an annual basis for an evaluative period of June through July. As part of the evaluative process, the "Finance and Audit Committee shall . . . take appropriate action on any recommendations regarding compensation or other terms of employment. The Committee's action will then be submitted to the full Board of Trustees for approval or modification."

9. Code of Ethics Policy Revision

For Approval

Presented by Cato Johnson

The University of Memphis Board of Trustees

For Approval

Date: June 5, 2024

Committee: Full Board Committee

Presentation Title: Code of Ethics Policy Revision

Presented by: Cato Johnson

Background: The Code of Ethics policy has been revised to reflect the new committee structure that is in place for the Board. The previous version of the Code of Ethics policy referenced the Audit Committee, which is now referred to in the policy as the Finance and Audit Committee. Additional revisions were made in Section III.

The University of Memphis Board of Trustees – Code of Ethics

Each member of the Board of Trustees is responsible for ethical conduct consistent with this Code of Ethics and with the University's bylaws. The Code of Ethics is a statement of belief in each trustee's fiduciary duty to act ethically, professionally, and in compliance with any applicable laws and regulations in all dealings within the University.

I. Governance

- a. **Public Trust.** The General Assembly of the State of Tennessee has vested the management and governance of each state university in the institution's state university board, subject to certain powers and duties maintained by the Tennessee higher education commission.¹ Trustees hold a position of public trust and are expected to carry out their governance responsibilities in an honest, ethical and diligent manner.
- b. **Time Commitment.** In undertaking the duties of the position, a Trustee shall make the commitment of time necessary to carry out the Trustee's governance responsibilities. A Trustee must regularly attend and actively participate in board and committee meetings and special assignments.
- c. **Duty of Care.** Trustees must discharge their duties, including duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Trustee reasonably believes to be in the best interest of the University. Trustees shall promote a culture of constructive debate about major initiatives and transactions and shall require management to provide information necessary to carry out the Trustees' duty of care to act in the best interest of the University. Trustees shall maintain confidentiality, as allowed by law, regarding Board or administrative decisions or future actions.
- d. **Trustee Authority.** Except as otherwise provided by law or bylaw, Trustees shall have no legal authority to act outside of Board meetings. Trustees shall avoid acting as a spokesperson for the entire Board unless specifically authorized to do so.

II. Conflicts of Interest

- a. **Conflicts of Interest Policy.** Trustees shall abide by the Conflicts of Interest Policy for the University Board of Trustees, as amended from time to time. Upon appointment and annually thereafter, Trustees shall file a financial disclosure form as required by the Conflicts of Interest Policy. The Finance and Audit Committee of the Board shall monitor compliance with the Conflicts of Interest Policy for Trustees.
- b. **Personal Benefit or Gain.** Trustees shall not use the authority, title, prestige, or other attribute of the office for personal benefit or gain for themselves, for any relative, or for any other person which would be inconsistent with the public interest. Per state law, it is unlawful for a Trustee, or Trustee's "immediate family²," to be financially interested in any contract or transaction affecting the interests of the University, or to procure, or be a party in any way to procuring the appointment of any relative to any position of financial trust or profit connected with the University.³

¹ Tenn. Code Ann. § 49-8-101(a)(2)(B)

² "Immediate family" means spouse, dependent children or stepchildren, or relatives related by blood or marriage.

³ Tenn. Code Ann. § 49-8-203(g).

- c. **Prohibition against Receiving Gifts, Money, or Anything of Value.** No Trustee shall accept or receive, directly or indirectly, from any person, firm, or corporation to whom any contract for the purchase of goods or services for the state may be awarded, by rebate, gifts, or otherwise, any money or anything of value whatsoever, or any promise, obligation, or contract for future rewards or compensation.⁴ Furthermore, Trustees shall not knowingly accept gifts, favors, or gratuities from other persons or entities, including other trustees, that might affect or might have the appearance of affecting a Trustee's judgment in impartially performing the duties of the office. This section is not intended to preclude acceptance of benefits that would otherwise inure to a University donor.
- d. **Prohibition against Interfering with Work of University Employees.** Except for the purposes of inquiry or information, no trustee shall give direction or interfere with any employee, officer, or agent under the direct or indirect supervision of the chief executive officer of the University.⁵

III. Compliance

- a. **Reporting violations.** Anyone who believes that he or she has information indicating that an appointed Trustee has violated the Code of Ethics shall make a written disclosure of the facts and circumstances to the Chair of the Board of Trustees or in the alternative, to the University auditor. The Chair of the Board of Trustees shall refer alleged violations of the Code of Ethics or the Conflict of Interest Policy for Trustees to the Finance and Audit Committee. The Finance and Audit Committee shall review the allegations and determine whether removal proceedings should be initiated against the Trustee for a material violation of the Code of Ethics.
- b. **Hearing and Removal.** A Trustee may be removed from the Board for a material violation of the code of ethics by a two-thirds (2/3) majority vote of its membership. A Board vote to remove a Trustee shall only be taken after the accused Trustee has been afforded a due process contested case hearing in accordance with the Uniform Administrative Procedures Act and a finding has been made that the member did violate the board's code of ethics.⁶
- c. **Certification.** Upon appointment and annually thereafter, Trustees shall be provided with the Code of Ethics and shall certify in writing that they have read the Code of Ethics and will comply with its provisions.

Effective Date/Revisions: June 5, 2024

⁴ Tenn. Code Ann. § 12-4-106(a)

⁵ Tenn. Code Ann. § 49-8-203(h)

⁶ Tenn. Code Ann. § 49-8-204(b)-(d)

The University of Memphis Board of Trustees – Code of Ethics

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I. Governance

- a. **Public Trust.** The General Assembly of the State of Tennessee has vested the management and governance of each state university in the institution's state university board, subject to certain powers and duties maintained by the Tennessee higher education commission.¹ Trustees hold a position of public trust and are expected to carry out their governance responsibilities in an honest, ethical and diligent manner.
- b. **Time Commitment.** In undertaking the duties of the position, a Trustee shall make the commitment of time necessary to carry out the Trustee's governance responsibilities. A Trustee must regularly attend and actively participate in board and committee meetings and special assignments.
- c. **Duty of Care.** Trustees must discharge their duties, including duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Trustee reasonably believes to be in the best interest of the University. Trustees shall promote a culture of constructive debate about major initiatives and transactions and shall require management to provide information necessary to carry out the Trustees' duty of care to act in the best interest of the University. Trustees shall maintain confidentiality, as allowed by law, regarding Board or administrative decisions or future actions.
- d. **Trustee Authority.** Except as otherwise provided by law or bylaw, Trustees shall have no legal authority to act outside of Board meetings. Trustees shall avoid acting as a spokesperson for the entire Board unless specifically authorized to do so.

II. Conflicts of Interest

- a. **Conflicts of Interest Policy.** Trustees shall abide by the Conflicts of Interest Policy for the University Board of Trustees, as amended from time to time. Upon appointment and annually thereafter, Trustees shall file a financial disclosure form as required by the Conflicts of Interest Policy. The Finance and Audit Committee of the Board shall monitor compliance with the Conflicts of Interest Policy for Trustees.
- b. **Personal Benefit or Gain.** Trustees shall not use the authority, title, prestige, or other attribute of the office for personal benefit or gain for themselves, for any relative, or for any other person which would be inconsistent with the public interest. Per state law, it is unlawful for a Trustee, or Trustee's "immediate family²," to be financially interested in any contract or transaction affecting the interests of the University, or to procure, or be a party in any way to procuring the appointment of any relative to any position of financial trust or profit connected with the University.³

¹ Tenn. Code Ann. § 49-8-101(a)(2)(B)

² "Immediate family" means spouse, dependent children or stepchildren, or relatives related by blood or marriage.

³ Tenn. Code Ann. § 49-8-203(g).

- c. **Prohibition against Receiving Gifts, Money, or Anything of Value.** No Trustee shall accept or receive, directly or indirectly, from any person, firm, or corporation to whom any contract for the purchase of goods or services for the state may be awarded, by rebate, gifts, or otherwise, any money or anything of value whatsoever, or any promise, obligation, or contract for future rewards or compensation.⁴ Furthermore, Trustees shall not knowingly accept gifts, favors, or gratuities from other persons or entities, including other trustees, that might affect or might have the appearance of affecting a Trustee's judgment in impartially performing the duties of the office. This section is not intended to preclude acceptance of benefits that would otherwise inure to a University donor.
- d. **Prohibition against Interfering with Work of University Employees.** Except for the purposes of inquiry or information, no trustee shall give direction or interfere with any employee, officer, or agent under the direct or indirect supervision of the chief executive officer of the University.⁵

III. Compliance

- a. **Reporting violations.** Anyone who believes that he or she has information indicating that an appointed Trustee has violated the Code of Ethics shall make a written disclosure of the facts and circumstances to the Chair of the Board of Trustees or in the alternative, to the University auditor. The Chair of the Board of Trustees shall refer alleged violations of the Code of Ethics or the Conflict of Interest Policy for Trustees to the Finance and Audit Committee. The Finance and Audit Committee shall review the allegations and determine whether removal proceedings should be initiated against the Trustee for a material violation of the Code of Ethics.
- b. **Hearing and Removal.** A Trustee may be removed from the Board for a material violation of the code of ethics by a two-thirds (2/3) majority vote of its membership. A Board vote to remove a Trustee shall only be taken after the accused Trustee has been afforded a due process contested case hearing in accordance with the Uniform Administrative Procedures Act and a finding has been made that the member did violate the board's code of ethics.⁶
- c. **Certification.** Upon appointment and annually thereafter, Trustees shall be provided with the Code of Ethics and shall certify in writing that they have read the Code of Ethics and will comply with its provisions.

Effective Date/Revisions: June 5, 2024

⁴ Tenn. Code Ann. § 12-4-106(a)

⁵ Tenn. Code Ann. § 49-8-203(h)

⁶ Tenn. Code Ann. § 49-8-204(b)-(d)

10. Professional Development Policy Revision

For Approval

Presented by Cato Johnson

The University of Memphis Board of Trustees

For Approval

Date: June 5, 2024

Committee: Full Board Committee

Presentation Title: Professional Development Policy Revision

Presented by: Cato Johnson

Background: The Professional Development policy has been revised to reflect the new committee structure that is in place for the Board. The previous version of the Code of Ethics policy referenced the prior Governance and Finance Committee, which is no longer an active committee of the Board of Trustees.

The University of Memphis Board of Trustees – Professional Development Policy

Purpose

The purpose of this policy is to facilitate ongoing professional development for board members as required pursuant to T.C.A. § 49-8-201.

Policy

The Board recognizes the importance of ongoing professional development. In addition to the orientation and ongoing professional development training provided by the Tennessee Higher Education Commission, the Board will regularly engage in training opportunities whether through professional organizational conferences and workshops, informational sessions conducted by University personnel or outside consultants.

Effective Date/Revisions: June 5, 2024

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Effective Date/Revisions: June 5, 2024

11. Self-Assessment Policy Revision

For Approval

Presented by Cato Johnson

The University of Memphis Board of Trustees

For Approval

Date: June 5, 2024

Committee: Full Board Committee

Presentation Title: Self-Assessment Policy Revision

Presented by: Cato Johnson

Background: The Self-Assessment policy has been revised to reflect the new committee structure that is in place for the Board. The previous version of the Self-Assessment policy referenced the Governance & Finance Committee. References to that committee has been changed to Governmental Affairs & Public Policy committee.

Board of Trustees Self-Assessment Policy

The Board is committed to establishing an evidence-based planning and assessment culture that is focused on continuous improvement. This Self-Assessment Policy commits the University of Memphis (UofM) Board of Trustees to regular self-assessment in order to:

- Demonstrate that the UofM Board of Trustees and its individual members are carrying out their roles and responsibilities in an effective manner;
- Identify strengths and potential areas for improvement in the board's functioning,
- Demonstrate compliance with external reporting requirements by the University's accreditors, the federal government, or the government of the State of Tennessee, and
- Strengthen board performance.

Frequency:

The board shall conduct at least annually a self-assessment by the full membership of the board.

Responsibility

The Governmental Affairs & Public Policy Committee of the Board of Trustees shall ensure that the board self-assessment occurs at the frequency set forth in the frequency section. The Governmental Affairs & Public Policy Committee shall oversee and/or implement the board self-assessment and mission statement review process.

Process

Comprehensive Self-Assessment Survey - at the heart of the board self-assessment process is a survey of the board. Individual responses will be reported in the aggregate and without attribution.

- The board self-assessment shall be comprehensive in nature and conducted at the request of the Governmental Affairs & Public Policy Committee on a cycle no less frequent than stipulated above.
- At its discretion, the Governmental Affairs & Public Policy Committee, in collaboration with the board secretary, may choose additional methods to conduct a self-assessment including the use of a facilitator, outside consultant, or a retreat.

Results

The results of the board self-assessment shall be presented to the Board of Trustees during a regularly scheduled Governmental Affairs & Public Policy Committee meeting. Results shall be maintained in the record to demonstrate compliance to external agencies.

Revised: June 5, 2024

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- Demonstrate that the UofM Board of Trustees and its individual members are carrying out their roles and responsibilities in an effective manner;
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- Strengthen board performance.

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Responsibility

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Process

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Results

The results of the board self-assessment shall be presented to the Board of Trustees during a regularly scheduled Governmental Affairs & Public Policy Committee meeting. Results shall be maintained in the record to demonstrate compliance to external agencies.

12. Appointment of Student Trustee

For Approval

Presented by Bill Hardgrave

The University of Memphis Board of Trustees

For Approval

Date: June 5, 2024

Committee: Full Board Committee

Presentation Title: Appointment of Student Trustee - Seth Khokhar

Presented by: Bill Hardgrave

Background:

The University of Memphis Board of Trustees Bylaws specify there be one nonvoting member of the Board who shall be a student representative to be appointed by the Board. I am recommending Seth Khokhar as the selection for the Student Trustee during the 2024-25 academic year.

Seth is a Senior Marketing major from Memphis, Tennessee currently involved with the Student Ambassador Board, Student Government Association, Sigma Chi Fraternity, Tennessee Intercollegiate State Legislature, Tiger Catholic, and the Emerging Leaders Program. Within these organizations, he has been Risk Manager and President for the Sigma Chi Fraternity, as well as the Vice President of Administration for the Student Ambassador Board. Under his leadership, he was named Risk Manager of the Year for Greek Life, and Sigma Chi was awarded Outstanding Chapter of the Year, received the Leadership Development Pillar of Excellence, and raised a record amount of charitable dollars during his term as president.

Seth is deeply passionate about the city of Memphis and the University. His hobbies include involvement in local politics, including an internship with Congressman David Kustoff's office in Washington D.C. Seth looks forward to advancing the interests of his fellow students and the University as a whole. He has a deep love for the University of Memphis and believes the best is yet to come.

Recommendation:

The Board recommends approval of Seth Khokhar to serve as Student Trustee. His one-year term will be effective immediately and continue through May 31, 2025.

13. Naming of the STEM Research and Classroom Building

For Approval

Presented by Bill Hardgrave

The University of Memphis Board of Trustees

Agenda Item

For Approval

Date: June 4, 2024

Item: Naming of the STEM Research and Classroom Building

Recommendation: Approval

Presented by: Cato Johnson

Background:

On September 4, 2024, the University of Memphis will cut the ribbon and officially open the 65,000 square foot world-class STEM Research and Classroom Building where students and faculty from the Herff College of Engineering and the College of Arts and Sciences can collaborate to address societal changes and help students compete on the world stage in scientific and engineering innovation.

Recommendation (if for approval):

14. Additional Business

Presented by Cato Johnson

15. Adjournment

Presented by Cato Johnson